

SEP 17 '09

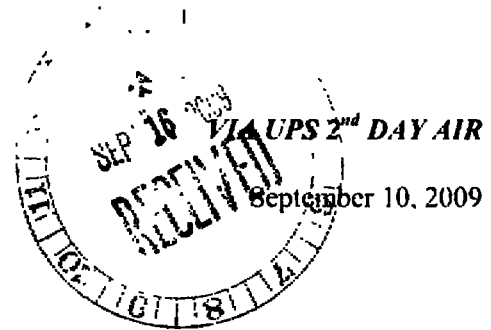
3:17 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588



Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination – Rider No. 10

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination, dated September 9, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on May 9, 2008 at 4:53 p.m. with the Surface Transportation Board under Recordation Number 27252-L.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de la Gauchetiere St. West, 8th Floor
Montreal, Quebec H3B 2M9
Canada

The enclosed document is for twenty two (22) coil gondola cars with NOKL marks (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Marcia Dunne'.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CN127)

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MEMORANDUM OF LEASE TERMINATION - RIDER NO. 10 SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of September 9, 2009 is made by the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of January 1, 2004 and Rider No. 10 dated June 1, 2006 (collectively, the "Lease"), between Lessor and Canadian National Railway Company (the "Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of June 1, 2006, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on May 12, 2008 at 9:42 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 4:53 p.m. with primary recordation number 27252-L.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 9th day of September, 2009 (and the undersigned declares under penalty of perjury that she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Twenty two (22)

DESCRIPTION OF CARS: Coil gondola cars

CAR NUMBERS:

- NOKL 380914
- NOKL 380915
- NOKL 380916
- NOKL 380917
- NOKL 380921
- NOKL 380925
- NOKL 380931
- NOKL 380935
- NOKL 380936
- NOKL 380941
- NOKL 380948
- NOKL 380949
- NOKL 380954
- NOKL 380966
- NOKL 380970
- NOKL 380972
- NOKL 380973
- NOKL 380989
- NOKL 380992
- NOKL 380993
- NOKL 380994
- NOKL 380995